

LAW OFFICES
FARRAR & BATES, LLP

J. Russell Farrar
William N. Bates
Kristin Ellis Berexa
Teresa Reall Ricks
Molly R. Cripps
Mary Byrd Ferrara*
Robyn Beale Williams
P. Brocklin Parks

211 Seventh Avenue North
Suite 420
Nashville, Tennessee 37219
Telephone 615-254-3060
Facsimile 615-254-9835
E-Mail: fblaw@farrar-bates.com

REGULATORY COUNSEL
H. LaDon Baltimore
Joseph S. Reeves III
Gregory E. Seneff, Sr.

01 SEP 13 08 57 83
OFFICE OF THE
EXECUTIVE SECRETARY

*Also licensed in KY

VIA FACSIMILE TRANSMISSION - 217-7406

September 6, 2001

Mr. Guy Hicks, Esq.
Bell South Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

Re: Proprietary Agreements

Dear Greg:

You have requested that my clients, KMC Telecom III and KMC Telecom V, agree to abide and be subject to the terms of the Protective Order in dockets 97-00309 (271 filing) and 01-00193 (Generic Performance Measurements) in order to receive proprietary filings.

I have reviewed such Order and, on behalf of my clients, I hereby agree that KMC Telecom will abide by and be subject to the terms of the Protective Order entered in the above-referenced dockets.

I apologize for the delay and any inconvenience.

Sincerely,



H. LaDon Baltimore

HLB/sa

cc: Mr. David Waddell
Mr. John McLaughlin
Mr. Andrew Klein